

similar legislation, regulations or guidance enacted in any other jurisdiction which seeks to implement equivalent tax reporting and/or withholding tax regimes; (b) any intergovernmental agreement, treaty or any other arrangement between the Cayman Islands and the US or any other jurisdiction (including between any government bodies in each relevant jurisdiction), entered into to facilitate, implement, comply with or supplement the legislation, regulations or guidance described in paragraph (a); and (c) any legislation, regulations or guidance implemented in the Cayman Islands to give effect to the matters outlined in the preceding paragraphs.

2.4 “**Affiliate**” of any Person means any other Person controlling, controlled by or under common control with the subject Person; and “control” (including, with correlative meanings, the terms “controlled by” and “under common control with”), as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

2.5 “**Affiliated Members**” has the meaning set forth in Section 3.1.2.

2.6 “**Agreement**” has the meaning set forth in the Preamble.

2.7 “**Auction Rate Bonds**” means various series of Class A3 notes issued by the Issuer pursuant to the Indenture.

2.8 “**Bankruptcy**” means, with respect to any Key Person, the happening of any of the following: (i) the filing of an application by such Key Person for, or a consent to, the appointment of a trustee of all or a portion of such Key Person’s assets for the benefit of creditors generally, (ii) the filing by such Key Person of a voluntary petition in bankruptcy or the filing of a pleading in any court of record admitting in writing such Key Person’s inability to pay its debts generally as they come due, (iii) the making by such Key Person of a general assignment for the benefit of creditors, or (iv) the entry of an order, judgment or decree by any court of competent jurisdiction adjudicating such Key Person as bankrupt or appointing a trustee of all or a portion of such Key Person’s assets for the benefit of creditors generally, and such order, judgment or decree continuing unstayed and in effect for a period of ninety (90) days.

2.9 “**BBA Audit Rules**” means Subchapter C of Chapter 63 of the Code (Sections 6221 et seq.), as enacted by the U.S. Bipartisan Budget Act of 2015, as amended from time to time, any similar state and local provisions, and any Treasury Regulations and other guidance promulgated thereunder.

2.10 “**BHC Act**” means the U.S. Bank Holding Company Act of 1956, as amended.

2.11 “**BHC Limit**” has the meaning set forth in Section 15.2.

2.12 “**BHC Member**” has the meaning set forth in Section 15.1.

2.13 “**Bonds**” means the Auction Rate Bonds and the Related Bonds.

2.14 “**Brokers**” has the meaning set forth in Section 7.2.2(x).

2.15 “**Business Day**” means a day (other than a Saturday or Sunday) on which banks and relevant financial markets are open for business in New York, New York and the Cayman Islands.

2.16 “**Capital Account**” means, with respect to each Member, the account established and maintained for such Member on the books of the Fund in compliance with Treasury Regulations Section